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February 3, 2025
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BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36834

KANSAS CITY WEST BOTTOMS RAILROAD, LLC
-- OPERATION EXEMPTION WITH INTERCHANGE COMMITMENT --
UNION PACIFIC RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION OF KANSAS CITY WEST BOTTOMS
RAILROAD, LLC PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

**ATTORNEY FOR KANSAS CITY WEST
BOTTOMS RAILROAD, LLC**

Dated: February 3, 2025

FILED
February 3, 2025
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
February 3, 2025
SURFACE TRANSPORTATION BOARD

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-- OPERATION EXEMPTION WITH INTERCHANGE COMMITMENT --
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RAILROAD, LLC PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

Pursuant to 49 C.F.R. part 1150, subpart D, Kansas City West Bottoms Railroad, LLC (“KCWB”), a non-carrier, hereby files this verified notice of exemption (“Notice”) to assume common carrier operations over approximately 1.25 miles of track that will for purposes of this proceeding be designated as KCWB’s “main line” (the “Line”) and the adjacent State Line Yard Tracks falling under 49 U.S.C. § 10906. All of the involved track is owned by Union Pacific Railroad Company (“UP”), and located in Kansas City, Jackson County, Missouri and Kansas City, Wyandotte County, Kansas. Based on projected annual revenues, KCWB expects to be a Class III rail carrier after consummation of the proposed transaction, with forecasted annual revenues of less than \$5 million.

This Notice is related to FD 36835, *OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC – Continuance in Control Exemption – Kansas City West Bottoms Railroad, LLC*, in which OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC (collectively “Jaguar”) are concurrently filing a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in

control of KCWB once KCWB commences leasehold operation of the Line and thereby becomes a carrier. Jaguar are non-carriers that collectively control ten Class III carriers.¹

In accordance with the requirements of 49 C.F.R. part 1150, subpart D, KCWB submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the applicant herein is as follows:

Kansas City West Bottoms Railroad, LLC
1027 South Main Street
Joplin, MO 64801
(417) 622 0384

Applicant's Representative: 49 C.F.R. § 1150.33(b)

KCWB's representative to whom correspondence regarding this transaction should be sent is as follows:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

¹ Southwestern Railroad, Inc., Texas & Eastern Railroad, LLC, Wyoming and Colorado Railroad, Inc. (which also does business under the name "Oregon Eastern Railroad"), Cimarron Valley Railroad, L.C., Washington Eastern Railroad, LLC, West Memphis Base Railroad, L.L.C., Missouri Eastern Railroad, LLC, Charlotte Western Railroad, LLC, Kinston Railroad, LLC, and Waterloo Railroad, LLC. *See OPSEU Pension Plan Trust, et. al – Continuance in Control Exemption – Waterloo Railroad, LLC*, FD 36797 (STB served Aug. 23, 2024).

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

KCWB and UP have entered into a Lease Agreement (the “Agreement”) under which KCWB will, once the proposed transaction is Board authorized and consummated, lease and operate over the Line and associated yard tracks.

Operator of the Property: 49 C.F.R. § 1150.33(d)

KCWB will operate the Line and will provide all rail common carrier service to customers upon consummation of the proposed transaction.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

KCWB, a non-carrier subsidiary of Jaguar Rail Holdings, LLC, proposes to assume a leasehold interest in, and to operate, the UP-owned Line, which consists of a track running parallel to UP’s KC Metro Big Mary Subdivision, beginning at a point adjacent to KC Metro Big Mary Subdivision milepost 0.63 and KC Metro Big Mary Subdivision milepost 1.60 (consisting of approximately 1.25 route miles of what will serve as KCWB’s main line track),² and the adjacent State Line Yard Tracks.

The complete name and address of the owner of the Line is as follows:

Union Pacific Railroad Company
1400 Dodge Street
Omaha, Nebraska 68179

² KCWB’s proposed “main line” track is currently UP side track that runs parallel to UP’s KC Metro Big Mary Subdivision main line. The KC Metro Big Mary Subdivision mileposts are supplied as *approximate* cross-references to the terminal points on the adjacent track that would serve as KCWB’s main line. But UP has also determined that the actual track length of KCWB’s proposed main line would be roughly 1.25 miles in length, rather than the 0.97 miles suggested by strict application of the milepost cross-references. The foregoing is supplied to account for the nominal discrepancy between the actual KCWM main line track distance and the UP main line milepost cross-references supplied.

KCWB intends to commence operations over the Line on or shortly after the anticipated effective date of this notice – March 5, 2025.

Map: 49 C.F.R. § 1150.33(f)

A map showing the Line and the surrounding area is attached as Exhibit A.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

Certification pursuant to 49 C.F.R. § 1150.33(g) and a verification of the contents of this Notice are supplied as Exhibit B.

Interchange Commitments: 49 C.F.R. § 1150.33(h)

The transactional documents governing the proposed KCWB operations include provisions that would limit future interchange with a third-party connecting carriers.

Accordingly, KCWB submits the following information:

(i) The interchange and carriers affected is as follows: None. The tracks that are the subject of the proposed lease transaction connect only to contiguous UP railroad lines, and do not connect with the lines of any third-party carrier.

(ii) KCWB has tendered the pertinent transactional document including the interchange commitment (the above-referenced Agreement) under seal as Highly Confidential Exhibit D.

(iii) Customers located on the Line having made use of rail service over the past two years are as follows: Dana Container, Inc.; Mid-South Milling Company, Inc.; Cargill Animal Nutrition.

(iv) The *confidential* aggregate number of carloads originated or terminated on the Line by the above-listed shippers for the past two calendar years are as follows:

{{2023: [REDACTED]}}

{{2024: [REDACTED]}}

(v) KCWB certifies it has provided notice of the proposed transaction and interchange commitment to the above-listed customers via U.S. Mail (first class postage prepaid). See Exhibit C.

(vi) See (i).

(vii) UP has informed KCWB that UP would not undertake the lease transaction absent the interchange commitment, and thus the value of the interchange commitment is inestimable.

(viii) The caption indicates the presence of an interchange commitment.

Shipper Notice: 49 C.F.R. § 1150.32(b)

KCWB has notified on-Line customers of the proposed lease and operation transaction, including service of the verified notice of exemption (with interchange commitment). A certificate of service of such notice in compliance with Section 1150.32(b), and a list of customers is attached as Exhibit C, along with the text of the notice sent to customers (attached as Exhibit C-1).

Advance Notice: 49 C.F.R. § 1150.32(e)

KCWB's projected annual revenue would not exceed \$5 million. Accordingly, the notice requirements of 49 C.F.R. § 1150.32(e) are inapplicable. See Exhibit B.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(2), KCWB's proposed operation of the Line is exempt from environmental reporting requirements. The proposed transaction will not result in

significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), KCWB's assumption of operations on the Line also is exempt from historic preservation reporting requirements. The proposed transaction is for the purpose of continued rail operations by a new railroad. Further Board approval would be required to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit E.

Respectfully submitted,

By: /s/ *R. A. Wimbish*

Robert A Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

**ATTORNEY FOR KANSAS CITY WEST
BOTTOMS RAILROAD, LLC**

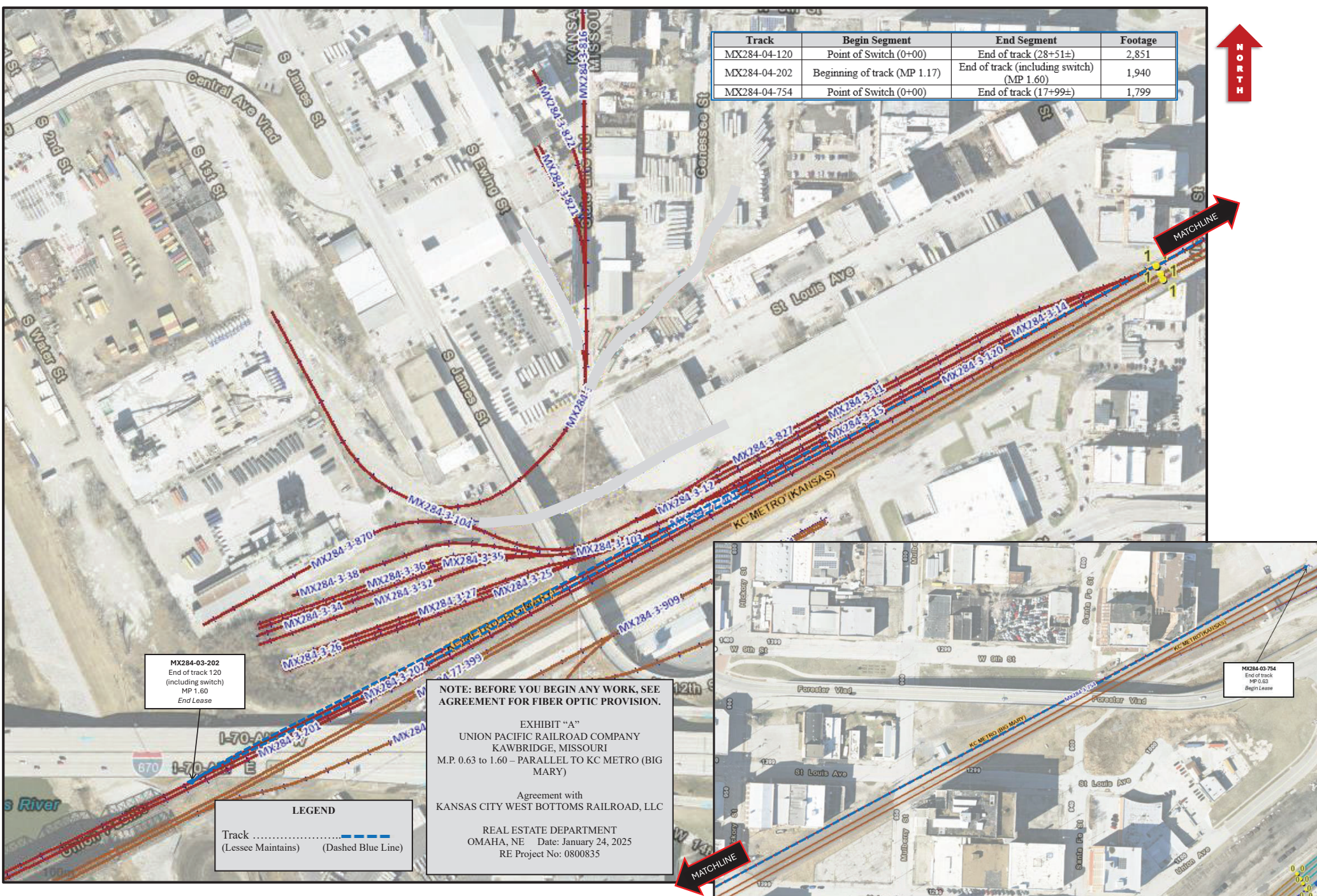
Dated: February 3, 2025

BEFORE THE
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KANSAS CITY WEST BOTTOMS RAILROAD, LLC
-- OPERATION EXEMPTION WITH INTERCHANGE COMMITMENT --
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EXHIBIT A
MAP



BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36834

KANSAS CITY WEST BOTTOMS RAILROAD, LLC
-- OPERATION EXEMPTION WITH INTERCHANGE COMMITMENT --
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EXHIBIT B
CERTIFICATION AND VERIFICATION

CERTIFICATION AND VERIFICATION

I, J. Stuart Towner, am the President of Kansas City West Bottoms Railroad, LLC (“KCWB”). Under penalty of perjury, I hereby certify and verify as follows:

1. I am authorized to provide the present certification and verification on behalf of KCWB.
2. I certify that KCWB’s annual rail revenues are not expected to exceed \$5 million, and that the transaction that is the subject of this exemption proceeding will not result in KCWB becoming Class I or II rail carrier under the thresholds set forth at 49 C.F.R. § 1201(1-1).
3. I verify that I have read the foregoing Notice of Exemption and know that the facts stated herein are true.

Dated: January 31, 2025



J. Stuart Towner

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36834

KANSAS CITY WEST BOTTOMS RAILROAD, LLC
-- OPERATION EXEMPTION WITH INTERCHANGE COMMITMENT --
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EXHIBIT C
CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

I hereby certify that in compliance with the notice requirements of 49 C.F.R. § 1150.32(h)(1)(v), I have today arranged to provide the below-listed customers on the subject railroad line notice of the proposed transaction involving an interchange commitment by supplying those customers with a copy of the present Notice of Exemption via U.S. Mail (first class postage prepaid).

Dana Container, Inc. 18 Central Avenue, Kansas City, KS, 66118

Mid South Milling Company, Inc. 213 Central Avenue, Kansas City, KS 66118

Cargill Animal Nutrition 45 S Ewing Street, Kansas City, KS 66118

/s/ *R. A. Wimbish*

Robert A. Wimbish

Attorney for Kansas City West Bottoms Railroad, LLC

Executed on: February 3, 2025

CONFIDENTIAL

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EXHIBIT D

HIGHLY CONFIDENTIAL - LEASE AGREEMENT

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EXHIBIT E

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

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Kansas City West Bottoms Railroad, LLC (“KCWB”), a non-carrier, has filed a Verified Notice of Exemption to lease from Union Pacific Railroad Company (“UP”) and operate approximately 1.25 route miles of track that will be designated for purposes of this proceeding as KCWB’s “main line” (the “Line”) located in Kansas City, Jackson County, Missouri and Kansas City, Wyandotte County, Kansas, consisting of a track running adjacent to and parallel with UP’s KC Metro Big Mary Subdivision between milepost 0.63 and milepost 1.60.¹ Under the proposed transaction, KCWM will also lease and operate the adjacent State Line Yard Tracks falling under 49 U.S.C. § 10906.

KCWB expects to commence operations over the Line on or after March 5, 2025.

¹ KCWB’s proposed “main line” track is currently UP side track that runs parallel to UP’s KC Metro Big Mary Subdivision main line. The KC Metro Big Mary Subdivision mileposts are supplied as approximate cross-references to the terminal points on the adjacent track that would serve as KCWB’s main line. But UP has also determined that the actual track length of KCWB’s proposed main line would be roughly 1.25 miles in length, rather than the 0.97 miles suggested by strict application of the milepost cross-references. The foregoing is supplied to account for the nominal discrepancy between the actual KCWM main line track distance and the UP main line milepost cross-references supplied.

Comments must be filed with the Board and served on:

Robert A. Wimbish
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This Notice is filed under 49 C.F.R. § 1150.31(a)(3). If the Notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: February ____, 2025

By the Board